

UNITED STATES DISTRICT COURT  
EASTERN DISTRICT OF VIRGINIA  
Alexandria Division

ANDREI SINIOUKOV, Individually and on Behalf of All )  
Others Similarly Situated, )  
Plaintiff, ) No. 11-cv-447(LO)(TRJ)  
- v. - )  
SRA INTERNATIONAL, INC. et. al., )  
Defendants. )

**THE PROVIDENCE DEFENDANTS' MOTION TO CONFER  
OR, IN THE ALTERNATIVE, TO STAY THIS ACTION**

Defendants Providence Equity Partners LLC, Sterling Parent Inc. and Sterling Merger Inc. (the “Providence Defendants”) respectfully move this Court to confer with Delaware Court of Chancery regarding the proper forum for this action and the parallel action filed in that court or, in the alternative, to stay these proceedings. In support of its motion, the Providence Defendants state:

1. More than two weeks prior to the filing of this case, a substantially identical case was filed in the Delaware Court of Chancery. See Se. Pa. Transp. Auth. v. Volgenau et al., C.A. No. 6354-VCN (Del. Ch. filed Apr. 7, 2011) (the “Delaware Action”). Both actions are filed on behalf of the same putative class of plaintiffs, both are based on the same alleged breach of fiduciary duty in connection with a proposed merger, and both seek essentially the same relief.

2. As argued in the “SRA Defendants’ Motion to Stay Pending Resolution of First- Filed Action,” the “SRA Defendants’ Motion for the Delaware Court of Chancery and the

Eastern District of Virginia to Confer,” and the memoranda of law in support of those motions, which the Providence Defendants adopt and incorporate herein, maintaining both this action and the Delaware Action would (i) represent a substantial waste of judicial resources, (ii) risk inconsistent judgments on identical issues, and (iii) unnecessarily increase the defendants’ burden and expense of litigation.

3. It is well-established that federal courts are empowered to abstain from exercising jurisdiction by dismissing or staying an action where there are parallel duplicative state proceedings and a dismissal or stay would promote “[w]ise judicial administration, giving regard to conservation of judicial resources and comprehensive disposition of litigation.”” Colo. River Water Conservation Dist. v. United States, 424 U.S. 800, 817 (1976) (quoting Kerotest Mfg. Co. v. C-O-Two Fire Equip. Co., 342 U.S. 180, 183 (1952)).

4. Accordingly, the Providence Defendants respectfully request that the Court confer with Vice Chancellor John W. Noble of the Delaware Court of Chancery to discuss whether there is any basis for maintaining parallel duplicative proceedings, or whether, in the interests of efficiency, judicial economy, and comity, one of these actions should be stayed. In the alternative, if the Court believes that such a conference is unnecessary under the circumstances,

the Providence Defendants respectfully request that the Court stay this action pending resolution of the Delaware Action.

Dated: May 6, 2011

Respectfully submitted

By : /s/ Robert E. Scully, Jr.

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CERTIFICATE OF SERVICE

I certify that on this 6<sup>th</sup> day of May, 2011, I electronically filed the foregoing with the Clerk of Court using the Court's CM/ECF system, which will send a notification of such filing (NEF) to the following counsel of record:

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And I hereby certify that I have mailed the document by U.S. mail to the following non-filing users:

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